

Notice of change in interests of substantial holder

To: Company Name/Scheme: **BENTLEY INTERNATIONAL LIMITED (BEL)**

ABN **87 008 108 218**

1. Details of substantial holders ⁽¹⁾

Name		ACN / ABN
CENTRAL EXCHANGE LIMITED	(CXL)	ABN 77 000 742 843
QUESTE COMMUNICATIONS LIMITED	(QUE)	ABN 58 081 688 164
FAROOQ KHAN	(F KHAN)	
ISLAND AUSTRALIA PTY LTD	(ISLAND)	A.C.N. 073 447 300
SKIN-PLEX LABORATORIES PTY LTD	(SKIN-PLEX)	A.C.N. 009 424 560
THE ESSENTIAL EARTH PTY LTD	(ESSENTIAL)	A.C.N. 009 029 305

There was a change in the interests of the substantial holders on: 7 February 2005

The previous notice was given to the company on: 9 March 2005

The previous notice was dated: 9 March 2005

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities ⁽⁴⁾	Previous notice		Present notice	
	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁵⁾
Ordinary Shares	5,090,000	13.071% ^(A)	9,708,920	24.932% ^(A)

(A) Based on BEL total issued share capital being 38,942,213 shares

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾ \$	Class and number of securities affected	Person's votes affected
				Ordinary Shares	
11-Apr-05	The parties named in (1) above	Acquisition of shares on-market by CXL	7,600.48	22,688	22,688
12-Apr-05			10,050.00	30,000	30,000
13-Apr-05			2,046.85	6,110	6,110
15-Apr-05			23,080.00	68,000	68,000
18-Apr-05			3,350.00	10,000	10,000
20-Apr-05			5,518.79	16,474	16,474
21-Apr-05			5,017.30	14,977	14,977
27-Apr-05			1,561.10	4,660	4,660
28-Apr-05			10,388.69	31,011	31,011

continued

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
3-May-05	The parties named in (1) above	Acquisition of shares on-market by CXL	5,025.00	15,000	15,000
30-Jun-05		Settlement of acquisition of BEL shares by CXL from SOF pursuant to a First Tranche BEL Share Sale Agreement (dated 30 May 2005), as approved by SOF shareholders on 30 June 2005	\$946,470 ^(B) by the payment of \$575,000 cash and the issue of 359,151 fully paid ordinary shares in CXL ^(C)	2,100,000	2,100,000
1-Jul-05		Settlement of acquisition of BEL shares by CXL from SOF pursuant to a Second Tranche BEL Share Sale Agreement (dated 30 May 2005), as approved by SOF shareholders on 30 June 2005 and BEL shareholders on 1 July 2005 ^(D)	\$1,036,610 ^(B) by the issue of 1,002,233 fully paid ordinary shares in CXL ^(C)	2,300,000	2,300,000

(B) The total consideration being equivalent (per share) to BEL's last published NTA backing (post tax) as at 31 May 2005 of \$0.4507 per share

(C) At an issue price of \$1.0343 per share, being CXL's reported NTA (post tax) backing as at 31 May 2005

(D) For the purposes of section 606(1) and Item 7 of section 611 of the *Corporations Act 2001 (Cth)* and for all other purposes

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
CXL	Legal and beneficial holder of shares acquired on market on ASX	9,708,920
QUE	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which CXL has a relevant interest by reason of having control of CXL	
F KHAN	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which QUE has a relevant interest by reason of having voting power above 20% in QUE	
ISLAND		
SKIN-PLEX		
ESSENTIAL		

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have change the nature of their association⁽⁹⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name	ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE		

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CXL	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
F KHAN	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ISLAND	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
SKIN-PLEX	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
ESSENTIAL	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005

Signature

sign here _____ Date 1 July 2005
 print name VICTOR HO capacity Director & Secretary of CXL

sign here _____ Date 1 July 2005
 print name VICTOR HO capacity Secretary of QUE

sign here _____ Date 1 July 2005
 print name FAROOQ KHAN capacity Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(6) Include details of:

- (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.